



The Greenbrier Companies

One Centerpoint Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000

March 28, 1994

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
12th and Constitution Avenues, N.W.  
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated as of February 8, 1994, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Railcar, Inc.  
One Centerpoint Drive, Suite 200  
Lake Oswego, Oregon 97035

Lessee: Chicago Central & Pacific Railroad Company  
1006 East 4th Street  
Waterloo, Iowa 50704

A description of the railroad equipment covered by the enclosed document is:

Up to 93 50-foot, 70-ton high cube boxcars with 12-foot 7-inch inside height, 9-foot 6-inch inside width, single 10-foot sliding doors, hydra cushion underframes, wood floors and wood linings bearing marks and numbers CC 61001 through CC 61093, inclusive.

Also enclosed is a payment of \$18 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return to the undersigned stamped copies of the enclosed document not needed for your files.

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RECORDATION NO. 18762  
APR 4 1994 - 3 10 PM  
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INTERSTATE COMMERCE COMMISSION

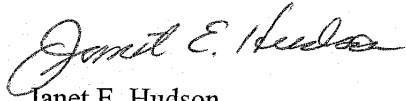
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Mr. Sidney L. Strickland, Jr.  
March 28, 1994  
Page 2

A short summary of the enclosed primary document to appear in the  
Commission's Index is:

Memorandum of Lease Agreement dated as of February 8, 1994 between  
Greenbrier Railcar, Inc., Lessor, and Chicago Central & Pacific Railroad  
Company, Lessee, covering up to ninety-three (93) 50-foot, 70-ton high  
cube boxcars with 12-foot 7-inch inside height, 9-foot 6-inch inside width,  
single 10-foot sliding doors, hydra cushion underframes, wood floors and  
wood linings bearing marks and numbers CC 61001 through CC 61093,  
inclusive.

Sincerely,



Janet E. Hudson  
Administrative Assistant

jeh  
Enclosure

cc: Robert W. Alvord, Esq.

**Interstate Commerce Commission**  
Washington, D.C. 20423

4/18/94

OFFICE OF THE SECRETARY

Janet E. Hudson  
Administrative Assistant  
Greenbrier Companies  
One Centerpointe Drive Suite 200  
Lake Oswego, Oregon 97035

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions  
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,  
on 4/4/94 at 3:10pm, and assigned  
recording number(s). 18762

Sincerely yours,

Secretary  
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

RECORDATION NO. **18762** FILED 1425

APR 4 1994 - 3 10 PM

INTERSTATE COMMERCE COMMISSION

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***MEMORANDUM OF LEASE AGREEMENT***

***BETWEEN***

***GREENBRIER RAILCAR, INC. ("LESSOR")***

***AND***

***CHICAGO CENTRAL & PACIFIC RAILROAD COMPANY ("LESSEE")***

***FEBRUARY 8, 1994***

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Memorandum of a Lease Agreement made and entered into as of February 8, 1994 by and between GREENBRIER RAILCAR, INC., a Delaware corporation, ("Lessor") and CHICAGO CENTRAL & PACIFIC RAILROAD COMPANY, a Delaware corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor Up to 93 50-foot 70-ton high cube boxcars with 12-foot 7-inch inside height, 9-foot 6-inch inside width, single 10-foot sliding doors, hydra cushion underframes, wood floors and wood linings bearing marks and numbers CC 61001 through CC 61093, inclusive.
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR: GREENBRIER RAILCAR, INC.

By: Norris M. Webb  
Title: Vice President

LESSEE: CHICAGO CENTRAL & PACIFIC RAILROAD COMPANY

By: Greg L. Amys  
Title: CHIEF TRANSPORTATION OFFICER

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 28<sup>th</sup> day of march, 1994, before me personally appeared Norris M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of GREENBRIER RAILCAR, INC. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson  
NOTARY PUBLIC

My commission expires: 5/28/94

STATE OF IOWA )  
 ) ss.  
COUNTY OF BLACK HAWK )

On this 18<sup>th</sup> day of March, 1994, before me personally appeared Greg L. Amys, to me personally known, who being by me duly sworn, says that he is the Chief Transportation Officer of CHICAGO CENTRAL & PACIFIC RAILROAD COMPANY that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

M June Watkins  
NOTARY PUBLIC

My commission expires: 11-15-96